

Shelby Communications, LLC
148 Citizens Boulevard
Simpsonville, KY 40067

July 26, 2018

RECEIVED

JUL 26 2018

PUBLIC SERVICE
COMMISSION

Ms. Gwen R. Pinson, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

**Re: Notice of Consummation of Ownership Change of Shelby
Communications, LLC to Virginia Everywhere, LLC**

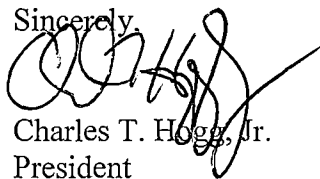
Dear Ms. Pinson:

Enclosed are an original and four (4) copies of the above-referenced notice by which Shelby Communications, LLC (“Shelby Communications”) provides notice of the anticipated consummation of a transaction in which Virginia Everywhere, LLC dba All Points Broadband (“Virginia Everywhere”) is acquiring 100 percent of the membership interests of Shelby Communications. This transaction is expected to be consummated on July 30, 2018. As Commission approval is not required to complete the transaction described herein, Shelby Communications and Virginia Everywhere respectfully submit this notice for informational purposes. *See* 807 KAR 5:011, § 11. *See also Order*, Admin. Case No. 359 (1996); and *Order*, Admin. Case No. 370 (1997)).

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Any questions you may have regarding this filing should be directed to my attention using the contact information above. Thank you for your assistance.

Sincerely,



Charles T. Hogg, Jr.
President

**NOTICE OF CONSUMMATION OF OWNERSHIP CHANGE OF
SHELBY COMMUNICATIONS, LLC TO VIRGINIA EVERYWHERE, LLC**

Shelby Communications, LLC (“Shelby Communications”) hereby notifies the Commission of the anticipated consummation on July 30, 2018 of a direct transfer of ownership of Shelby Communications to Virginia Everywhere, LLC (“Virginia Everywhere”) (collectively, the “Parties”). Shelby Communications’ members, Charles T. Hogg, Jr. (“Mr. Hogg”) and Gerard Dupont, III (“Mr. Dupont”), are transferring 100 percent of their membership interests to Virginia Everywhere, and Shelby Communications will operate as a direct wholly-owned subsidiary of Virginia Everywhere (the “Transaction”). Exhibit A hereto depicts the pre-Transaction and post-Transaction ownership of Shelby Communications.

The Transaction will have no effect on the operations of Shelby Communications, which will remain the holder of its Certificate of Authority (as defined below) and will continue to offer the same services under the same rates, terms and conditions as currently offered. Consequently, the Transaction will have no impact on Kentucky customers and no customer notice is required. The Parties provide the following additional information:

I. Description of the Parties

A. Shelby Communications, LLC

Shelby Communications is a Kentucky limited liability company with principal offices located at 148 Citizens Boulevard, Simpsonville, Kentucky 40067. Shelby Communications was granted authority as a Competitive Local Exchange Carrier (Utility ID 5056320) and Long Distance Carrier (Utility ID 5178500) on January 22, 2009. Shelby Communications is in the business of owning and operating a broadband and Voice over IP service in and around Shelby County, Kentucky.

B. Virginia Everywhere, LLC

Virginia Everywhere is a Delaware limited liability company with principal offices located at 908 Trailview Boulevard SE, Suite 170, Leesburg, Virginia 20175. It is a privately held Delaware limited liability company that is in the business of owning and operating broadband and Voice over IP services in Virginia, West Virginia and Maryland. Virginia Everywhere will maintain the Shelby Communications’ local office in Simpsonville, Kentucky.

II. Contact Information

For purposes of this notice, the contact for the Parties is as follows:

James Carr
Virginia Everywhere, LLC
908 Trailview Boulevard SE
Suite 170
Leesburg, Virginia 20175
legal@allpointsbroadband.com

III. Description of the Transaction

On July 26, 2018 Mr. Hogg and Mr. Dupont entered into a Membership Interest Purchase Agreement (“MIPA”) with Virginia Everywhere. Pursuant to the MIPA, Virginia Everywhere is acquiring 100 percent of the issued and outstanding membership interests of Shelby Communications. At the closing of the Transaction, Shelby Communications will become a wholly-owned subsidiary of Virginia Everywhere. This change in control does not involve a transfer of operating authority, assets, or customers in Kentucky or elsewhere. Concurrent with the execution of the MIPA, Virginia Everywhere is entering an Asset Purchase Agreement with Avolutia LLC, a sister company to Shelby Communications. Shelby Communications’ corporate identity, name and operations, and the rates, terms, and conditions of its service offerings will remain intact after the Transaction. Accordingly, the Transaction will be seamless to customers.

IV. Public Interest Analysis

The Parties respectfully submit that the Transaction described herein will serve the public interest. As noted previously, the Transaction will be seamless from the perspective of Shelby Communications’ Kentucky customers because there will be no changes to the rates, terms and conditions of service. Moreover, consummation of the Transaction will enhance Shelby Communications’ capabilities to continue to provide quality, competitive telecommunications services to Kentucky consumers.

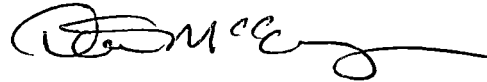
V. Tariff Adoption

In the CLEC/Wireless Order and Long Distance Order, the Commission held that CLECs, wireless carriers, and long distance providers must supply to the Commission “an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice.” CLEC/Wireless Order, p.2; Long Distance Order, p. 6. Here, however, to the extent Shelby Communications has tariffs, those existing tariffs will not be affected in any way. All applicable tariffs will remain associated with and binding upon Shelby Communications. The Parties do not interpret the CLEC/Wireless Order, the Long Distance Order, or 807 KAR 5:011, Section 11

as requiring them to re-adopt or re-issue their own unmodified tariffs in these circumstances. For these reasons, the Parties have not filed a tariff adoption notice concurrent with this notice.

If you have any questions regarding this notification, please contact the undersigned.

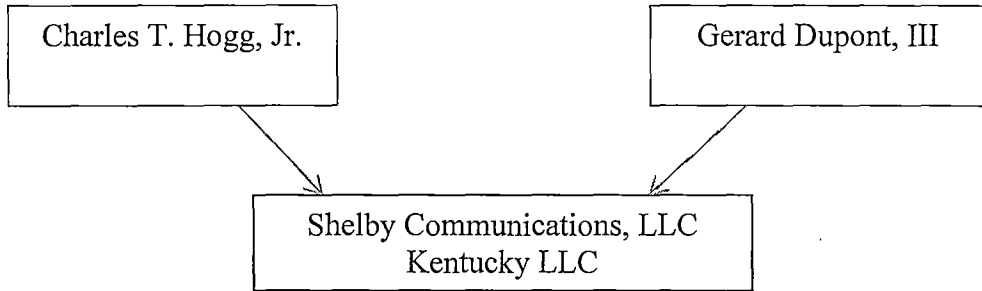
Respectfully submitted,

A handwritten signature in black ink, appearing to read 'D. McElroy', with a long horizontal flourish extending to the right.

Donald McElroy
Chief Operating Officer
Virginia Everywhere, LLC

Exhibit A

Pre-Transaction Ownership



Post-Transaction Ownership

